

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

55 EAST MONROE STREET

CHICAGO, ILLINOIS 60603-5803

LOS ANGELES OFFICE
ONE CENTURY PLAZA SUITE 3300
2029 CENTURY PARK EAST
LOS ANGELES, CALIFORNIA 90067-3063
AREA CODE 213 277 7200
FACSIMILE 213 201 5219

AREA CODE 312 346-8000
CABLE ADDRESS INTERLEX
FACSIMILE 312 269-8869

WASHINGTON, D C OFFICE
815 CONNECTICUT AVENUE, N W
WASHINGTON, D C 20006-4004
AREA CODE 202 463 2400
FACSIMILE 202 828 5393

NEW YORK OFFICE
757 THIRD AVENUE
NEW YORK, NEW YORK 10017-2013
AREA CODE 212 715 9000
TELEX NO 422867
FACSIMILE 212 752 3116

WRITER S DIRECT DIAL (312) _____

June 18, 1990

SAN FRANCISCO OFFICE
101 CALIFORNIA STREET
SUITE 2900
SAN FRANCISCO, CALIFORNIA 94111-5858
AREA CODE 415 397 2823
FACSIMILE 415 397 8549

VIA FEDERAL EXPRESS

Noreta R. McGee, Secretary
Interstate Commerce Commission
Room 2303
12th & Constitution
Washington, D.C. 20423

RECORDATION NO 16900
JUN 21 1990 -11 35 PM
INTERSTATE COMMERCE COMMISSION

0-172A004
RECORDATION NO 16900
JUN 21 1990 -11 35 PM
INTERSTATE COMMERCE COMMISSION

Attention: Mrs. Mildred R. Lee/DOCUMENTS FOR RECORDATION

Dear Ms. McGee:

I have enclosed three original counterparts or one original counterpart and two certified copies of the documents described below, to be recorded pursuant to Section 11303 of Title 49 of the United States Code and the regulations adopted thereto:

1. Memorandum of Lease, a primary document.
2. Assignment of Lease interest, a secondary document, dated September 14, 1989.

The names and addresses of the parties to the document are as follows:

Lessor: Northbrook Corporation
875 North Michigan Avenue
Suite 1400
Chicago, Illinois 60611

Lessee: Boorhem-Fields Incorporated
8144 Walnut Hill Lane
Dallas, Texas 75231

Assignee: Upper Merion and Plymouth Leasing Co.
875 North Michigan Avenue
Suite 1400
Chicago, Illinois 60611

JUN 21 11 37 AM '90

A description of the equipment covered by the document follows:

25 triple hopper coal cars manufactured in 1979 by Norfolk and Western Railroad and Chesapeake and Ohio Railway bearing the running marks and numbers listed on the schedule attached to the document.

A fee of \$30.00 is enclosed. Please return the original and any extra copies not needed by the Commission for recordation to Richard Demarest Yant, Seyfarth, Shaw, Fairweather & Geraldson, 55 East Monroe Street, Suite 4200, Chicago, Illinois 60603.

A short summary of the documents to appear in the index follows:

1. Memorandum of Lease between Northbrook Corporation, 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611 (Lessor) and Boorhem-Fields Incorporated, 8144 Walnut Hill Lane, Dallas, Texas 75231 (Lessee) covering 25 triple hopper coal cars.
2. Assignment of Lease Interest from Northbrook Corporation, 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611 (Assignor) to Upper Merion and Plymouth Leasing Co., 875 North Michigan Avenue, Suite 1400, Chicago, Illinois 60611 (Assignee), dated May 31, 1990, and covering 25 triple hopper coal cars.

Very truly yours,

SEYFARTH, SHAW, FAIRWEATHER & GERALDSON

By


Richard Demarest Yant

RDY/tg
Enclosures

cc: John S. Reichner

Interstate Commerce Commission
Washington, D.C. 20423

6/29/90

OFFICE OF THE SECRETARY

Richard Demarest Yant
Seyfarth, Shaw Fairweather & Geraldson
55 East Monroe Street
Chicago, Illinois 60603-5803

Dear Sir:

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 6/21/90 at 11:35am and assigned recordation number(s). 16900 & 16900-A, 16901 & 16901-A

Sincerely yours,



Noreta R. McGee
Secretary

Enclosure(s)

16900

RECORDATION NO _____ FILED 1425

JUN 21 1990 -11 35 PM

INTERSTATE COMMERCE COMMISSION

MEMORANDUM OF LEASE

This Memorandum of lease is executed as of the 8th day of June, 1990 by Northbrook Corporation, a Delaware corporation ("Lessor") and Boorhem-Fields Incorporated, a Texas corporation ("Lessee").

W I T N E S S E T H:

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor, the railroad rolling stock described on Schedule 1 attached hereto (the "Equipment"), pursuant to the lease and riders described more fully on Schedule 2 attached hereto (the "Lease").
2. The term of the Lease for each unit of Equipment is described on Schedule 2 and may, under certain circumstances, expire sooner. Lessee has no options to renew the Lease and no option to purchase the Equipment.

IN WITNESS WHEREOF, the parties have caused this instrument to be signed and sealed by their respective officers as of the day and year first above written.

LESSOR:

Northbrook Corporation

By: *Donald T. Kilgore*
Title: VICE PRESIDENT - CONTROLLER

LESSEE:

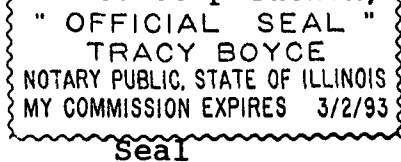
Boorhem-Fields Incorporated

By: *Eddie Smith*
Title: V.P. / Sales

Acknowledgement

State of Illinois)
County of Cook) ss

The forgoing instrument was acknowledged before me this 13th
day of June, 1990 by Gerald L. Kilcayne,
the Vice President - Controller of Northbrook Corporation, a
~~Delaware corporation~~, on behalf of the corporation.



Tracy Boyce
Notary Public

My Commission Expires:
3-2-93

State of Texas)
County of Dallas) ss

The forgoing instrument was acknowledged before me this 8th
day of June, 1990 by Eddie G. Smith,
the Vice President/Sales of Boorhem-Fields
Incorporated, a Texas corporation, on behalf of the
corporation.

Eddie G. Smith
Notary Public

Seal

My Commission Expires:
9-2-92

SCHEDULE 1

EQUIPMENT

18 3,433 and 7 3,570 cu. ft. open top hopper cars equipped with gravity outlet gates.

Cars leased to Boorhem Fields Rider #2 to the Lease Agreement dated August 16, 1989:

UMPX	6642
WSOX	6611
UMPX	6448
	6474
	6508
	6549
	6589
	6258
	6290

UMPX	6658
WSOX	6666
UMPX	6463
	6482
	6530
	6557
	6220
	6268

UMPX	6662
	6435
	6465
	6483
	6535
	6562
	6234
	6286

SCHEDULE 2
LEASE

- a. Railcar Lease Agreement dated as of August 16, 1989 between Northbrook Corporation and Boorhem-Fields Incorporated.
- b. Rider No. 2 dated September 14, 1989 expires October 1, 1994 or sooner
- c. Assignment of Lease Interest dated as of August 16, 1989 between Northbrook Corporation and Upper Merion and Plymouth Leasing Company.